

Hearing Date: December 20, 2012 at 10:00 a.m. (ET)

Objection Deadline: TBD at 4:00 p.m. (ET)

Fortace LLC  
1601 N. Sepulveda Blvd #146  
Manhattan Beach, CA 90266  
310-545-4548  
Frank Sillman

*Consultant to the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

.....	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
.....	)	

**SUMMARY OF FIRST INTERIM APPLICATION OF FORTACE LLC AS  
CONSULTANT FOR THE DEBTORS FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD MAY 21, 2012  
THROUGH AUGUST 31, 2012**

This is a(n):           monthly      X   interim           final application.

Name of Applicant:

Fortace LLC (“**Applicant**”)

Authorized to Provide Professional  
Services to:

Residential Capital, LLC, *et al.* (collectively, the “**Debtors**”)

Date of Retention:

Order entered on July 6, 2012 retaining  
Applicant *nunc pro tunc* to May 21, 2012

Period for which Compensation  
and Reimbursement is sought:

May 21, 2012 through August 31, 2012  
(the “**Application Period**”)

Amount of Compensation Sought as  
Actual, Reasonable and Necessary:

\$337,939.00

Amount of Expense Reimbursement  
Sought as Actual, Reasonable and  
Necessary:

\$119,073.93

**Summary of Monthly Applications for Application Period:**

<b>Date Filed</b>	<b>Compensation Period</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Fees Paid</b>	<b>Expenses Paid</b>	<b>20% Holdback</b>
08/02/12	05/21/12 – 05/31/12	\$73,233.00	\$3,673.93	\$58,586.40	\$3,673.93	\$14,646.60
08/02/12	06/01/12 – 06/30/12	\$113,483.50	\$100,000.00	\$90,786.80	\$100,000.00	\$22,696.70
08/02/12	07/01/12 – 07/31/12	\$71,850.50	\$0.00	\$57,480.40	\$0.00	\$14,370.10
09/28/12	08/01/12 – 08/31/12	\$79,372.00	\$15,400.00	\$0.00	\$0.00	\$15,874.40
<b>TOTAL</b>	05/21/12 – 08/31/12	\$337,939.00	\$119,073.93	\$206,853.60	\$103,673.93	\$67,587.80

Fortace LLC  
1601 N. Sepulveda Blvd #146  
Manhattan Beach, CA 90266  
310-545-4548  
Frank Sillman

*Consultant to the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
-----	)	

**FIRST INTERIM APPLICATION OF FORTACE LLC AS CONSULTANT FOR THE  
DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD MAY 21, 2012 THROUGH AUGUST 31, 2012**

1. For its first interim application for compensation and reimbursement of expenses (the “**Application**”) for the period May 21, 2012 through August 31, 2012 (the “**Application Period**”), Fortace LLC (“**Applicant**”), Consultant to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represents as follows:

**JURISDICTION, VENUE AND STATUTORY PREDICATES**

2. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 328, 330, and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules

of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”).

This Application has been prepared in accordance with General Order M-389, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, entered December 21, 2010 (the “**Local Guidelines**”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “**UST Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is attached hereto as Exhibit A.

## **BACKGROUND**

### **A. The Chapter 11 Cases**

4. On May 14, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases.

5. On May 16, 2012, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed a nine member official committee of unsecured creditors (the “**Creditors’ Committee**”).

6. On June 20, 2012, the Court directed that an examiner be appointed, and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner [Docket Nos. 454, 674].

**B. Applicant's Retention and Interim Compensation**

7. On July 25, 2012, the Court entered the *Order authorizing Employment and Retention of Fortace LLC as Consultant to the Debtors NUNC PRO TUNC to May 21, 2012* [Docket No. 0900], approving Applicant's retention.

8. On July 17, 2012, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "**Interim Compensation Order**") [Docket No. 797]. Pursuant to the terms of the Interim Compensation Order, Applicant, among others, is authorized to file and submit monthly fee applications to the Debtors and their counsel, counsel for the Creditors' Committee, counsel for Ally Financial Inc., counsel for Barclays Bank PLC, and the United States Trustee (collectively, the "**Notice Parties**").

9. On August 2, 2012, Applicant served its May 2012 monthly fee application covering the period from May 21, 2012 through May 31, 2012 (the "**May 2012 Monthly Fee Application**") on the Notice Parties. On August 2, 2012, Applicant served its June 2012 monthly fee application covering the period from June 01, 2012 through June 30, 2012 (the "**June 2012 Monthly Fee Application**") on the Notice Parties. On August 2, 2012, Applicant served its July 2012 monthly fee application covering the period from July 01, 2012 through July 31, 2012 (the "**July 2012 Monthly Fee Application**"). On September 28, 2012, Applicant served its August 2012 monthly fee application covering the period from August 01, 2012 through August 31, 2012 (the "**August 2012 Monthly Fee Application**") together the ("**Monthly Fee Applications**") on the Notice Parties. Applicant did not receive any objections to the Monthly Fee Applications.

10. For the convenience of this Court and all parties in interest, attached hereto as Exhibit B is a schedule of the total amount of fees incurred under each of Applicant's internal task codes during the Application Period.

11. The total payments received by Applicant as of the date hereof are equal to:  
(i) 80% of requested compensation from the Monthly Fee Applications and (ii) 100% of requested expenses from the Monthly Fee Applications. Specifically, to date, the Applicant has received payments totaling \$310,527.53, representing \$206,853.60 in fees and \$103,673.93 in expenses.

12. Applicant maintains computerized records of the time expended in the rendering of the professional services required by the Debtors. These records are maintained in the ordinary course of Applicant's practice. For the convenience of this Court and all parties in interest, attached hereto as Exhibit C is a billing summary for the Application Period, setting forth the name of each professional who rendered services during the Application Period, the aggregate time expended by each professional, the hourly billing rate for each professional at Applicant's current billing rates, and the individual amounts requested for each professional. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in other similar cases under the Bankruptcy Code.

13. Applicant also maintains computerized records of all expenses incurred in connection with the performance of professional services. A summary of the amounts and categories of expenses for which reimbursement is sought is attached hereto as Exhibit D.

14. Copies of Applicant's computerized records of fees and expenses in the format specified by the Guidelines have been served on the Notice Parties with each of the Monthly Fee Applications and are attached hereto as Exhibit E.

15. There is no agreement or understanding between Applicant and any other person, other than partners of the firm, for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

16. The Monthly Fee Applications submitted by Applicant are subject to a 20% holdback (as is customary in this District) imposed by the Court on the allowance of fees. The aggregate amount of Applicant's holdback during the Application Period is \$67,587.80. Applicant respectfully requests, in connection with the relief requested herein, that the Court allow this holdback amount on an interim basis pursuant to sections 330 and 331 of the Bankruptcy Code and authorize the Debtors to satisfy such amounts.

**DESCRIPTION OF SERVICES AND  
EXPENSES AND RELIEF REQUESTED**

17. In general, Applicant has represented the Debtors in connection with the following aspects of the Chapter 11 Cases:

(a) As a consultant and potential expert witness.

18. To provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Debtors during the Application Period, Applicant established, in accordance with the Guidelines and its internal billing procedures, separate task codes in connection with the Chapter 11 Cases. The following is a summary of the most significant professional services rendered by Applicant during the Application Period organized in accordance with Applicant's internal system of task codes:

(a) Expert Report Project.

Fees: \$315,444.00; Total Hours: 812.40

19. Applicant is providing an independent assessment of the Total Allowed Claim as defined in the RMBS Trust Settlement Agreements and its reasonableness.



(b) Re-scoring Project.

Fees: \$22,495.00; Total Hours: 80.30

20. Applicant is performing loan level audits on the randomly selected loans.

21. The foregoing descriptions of services rendered by Applicant in specific areas are not intended to be exhaustive of the scope of Applicant's activities in the Chapter 11 Cases. The time records attached hereto as Exhibit E present more completely the work performed by Applicant in each billing category during the Application Period.

### **CONCLUSION**


22. Applicant believes that the services rendered during the Application Period on behalf of the Debtors were reasonable and necessary within the meaning of Bankruptcy Code section 330. Further, the expenses requested were actual and necessary to the performance of Applicant's services.

23. Applicant therefore requests an order (i) approving interim compensation in the amount of \$337,939.00 and interim reimbursement of expenses in the amount of \$119,073.93,<sup>1</sup> (ii) directing payment of all compensation held back in connection with the Monthly Fee Applications, and (iii) granting such other and further relief as may be just and proper.

---

<sup>1</sup> The rates charged for such expenses are (i) equivalent to what Applicant normally bills to its non-bankruptcy clients and (ii) calculated to compensate Applicant for only the actual costs of the expenses.

Dated: 10/19/12

  
\_\_\_\_\_  
FRANK SILLMAN

*Consultant for Residential Capital, LLC, et al.*

**EXHIBIT A**

*Consultant to the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
-----	)	

**CERTIFICATION UNDER GUIDELINES FOR FEES AND  
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF  
FIRST INTERIM APPLICATION OF FORTACE LLC AS CONSULTANT FOR THE  
DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD MAY 21, 2012 THROUGH AUGUST 31, 2012**

I, Frank Sillman, hereby certify that:

1. I am a Managing Partner with the applicant firm, Fortace LLC (the “**Firm**”), which serves as Consultant to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”).

2. This certification is made in respect of the Firm’s compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, Administrative Order M-389, adopted by the Court on December 21, 2010 (the “**Local Guidelines**”), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, adopted on January 30, 1996 (the “**UST Guidelines**”) and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 172], and collectively with the Local Guidelines and UST Guidelines, the “**Guidelines**”), in connection with the Firm’s application, dated May 21, 2012

(the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing May 21, 2012 through and including August 31, 2012, in accordance with the Guidelines.

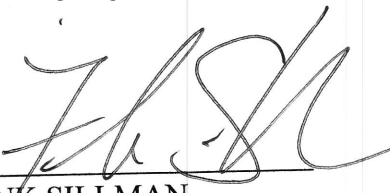
3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and
- (d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. In respect of Section A.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm has complied with the provisions requiring it to provide the United States Trustee for the Southern District of New York and the Debtors and their attorneys with a statement of the Firm’s fees and expenses accrued during the previous month.

5. In respect of Section A.3 of the Local Guidelines, I certify that each of the Debtors, their attorneys, and the United States Trustee for the Southern District of New York is being provided with a copy of the Application.

Dated: 10/19/12

---

FRANK SILLMAN

*Consultant for Residential Capital, LLC, et al.*

**EXHIBIT B**

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY  
BY FORTACE LLC ON BEHALF OF THE DEBTORS FOR THE PERIOD MAY 21,  
2012 THROUGH AUGUST 31, 2012**

**Compensation by Matter**

<b>Task Code</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
001	Expert Report Project	812.40	\$315,444.00
002	Re-scoring Project	80.30	\$22,495.00
<b>Total Fees Incurred</b>		<b>892.70</b>	<b>\$337,939.00</b>

**EXHIBIT C**

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROFESSIONAL BY  
FORTACE LLC ON BEHALF OF THE DEBTORS FOR THE PERIOD MAY 21, 2012  
THROUGH AUGUST 31, 2012**

<b>Name of Professional Individual</b>	<b>Title</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Frank Sillman	Consultant	\$389.68	445.30	\$173,523.50
Michelle Minier	Consultant	\$388.92	389.90	\$151,640.50
Jim Griffin	Consultant	\$325.00	10.20	\$3,315.00
Charles Carr	Consultant	\$200.00	47.30	\$9,460.00
<b>Professionals Totals</b>		<b>Blended Rate</b>		
<b>Total Fees Incurred</b>		<b>\$378.56</b>	<b>892.70</b>	<b>\$337,939.00</b>



**EXHIBIT D**

**SUMMARY OF EXPENSES INCURRED BY FORTACE LLC  
ON BEHALF OF THE DEBTORS FOR THE PERIOD  
MAY 21, 2012 THROUGH AUGUST 31, 2012**

<b>Expense Category</b>	<b>Amount</b>
Estimated Lifetime Loss Model Expenses	\$115,400.00
Materials	\$342.00
Travel Expenses	\$3,331.93
<b>Total</b>	<b>\$119,073.93</b>

**EXHIBIT E**



8/1/2012

**VIA FedEx**

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, NY 10104  
Attn: Larren M. Nashelsky, Gary S. Lee and  
Lorenzo Marinuzzi

Office of the United States Trustee  
for the Southern District of New York  
33 Whitehall Street, 21st Floor  
New York, NY 10004  
Attn: Tracy Hope Davis, Linda A. Riffkin,  
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, NY 10036  
Attn: Kenneth H. Eckstein and Douglas H.  
Mannal

Kirkland & Ellis  
601 Lexington Avenue  
New York, NY 10022  
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, New York 10036  
Attn: Kenneth S. Ziman and Jonathan H.  
Hofer

Re: ***In re Residential Capital, LLC, et al.***  
**Case No. 12-12020**

Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Fortace LLC's monthly fee statement for the period May 21, 2012 through May 31, 2012 (the "Statement"), which was served on the parties listed in paragraph (a) of the Order, on July 25, 2012.

In the absence of a timely objection, the Debtors shall pay \$62,260.33, consisting of the sum of (a) \$58,586.40, an amount equal to 80% of the fees (\$58,586.40= \$73,233.00 x 0.80) and (b) 100% of the expenses (\$3,673.93) being requested in the Statement.

Objections to the Statement are due by August 22, 2012.

Sincerely,

A handwritten signature in black ink, appearing to be 'FS' with a horizontal line extending to the right.

Frank Sillman

Encls.



**Monthly Statement**  
**Case No. 12-12020**  
**Residential Capital LLC**

Retained Professional:

Mailing Address:

Phone:

Email:

**Fortace LLC**

**1601 N. Sepulveda blvd, Suite 146**

**Manhattan Beach, CA 90266**

**310-545-4548**

[ap@fortace.com](mailto:ap@fortace.com)

**DATE:**

**INVOICE #:**

**PERIOD:**

**BILL TO:**

**FOR:**

**05/31/12**

**1**

**05/01/12-05/31/12**

**Noticed Parties**

**Work Performed**

Expense Type	Title	Billing Rates	Aggregate Hours	Total Hourly Fees	TOTAL
<b>Personnel:</b>					
Frank Sillman	Managing Partner	\$ 372	104.10	\$ 38,749.50	\$ 38,749.50
Michelle Minier	Managing Partner	\$ 370	93.30	\$ 34,483.50	\$ 34,483.50
<b>Total Personnel Expense</b>				<b>Sub-Total</b>	<b>\$ 73,233.00</b>
<b>Travel:</b>					
		<b>Transportation</b>	<b>Hotel</b>	<b>Meals &amp; Other</b>	
Frank Sillman	Managing Partner	\$ 1,209.18	\$ 353.60	\$ 103.18	\$ 1,665.96
Michelle Minier	Managing Partner	\$ 1,209.18	\$ 353.61	\$ 103.18	\$ 1,665.97
<b>Total Travel Expense</b>				<b>Sub-Total</b>	<b>\$ 3,331.93</b>
<b>Other Expenses</b>					
				<b>Other</b>	
Inside Mortgage Finance Special Report				\$ 342.00	\$ 342.00
<b>Total Other Expense</b>				<b>Sub-Total</b>	<b>\$ 342.00</b>
				<b>Grand Total</b>	<b>\$ 76,906.93</b>



INVOICE DETAIL

Retained Professional: Fortace LLC  
Mailing Address: 1601 N. Sepulveda blvd, Suite 146  
Manhattan Beach, CA 90266  
Phone: 310-545-4548  
Email: ap@fortace.com

DATE: 05/31/12  
INVOICE #: 1  
PERIOD: 05/01/12-05/31/12

DATE	FORTACE PERSONNEL NAME	TITLE	DESCRIPTION	TRAVEL EXPENSES	MATERIALS EXPENSES	BILLABLE HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
Personnel Expense:									
05/20/12	Frank Sillman	Managing Partner	Travel time to New York for MoFo meeting.	\$0.00	\$0.00	6.00	\$198	\$1,185.00	\$1,185.00
05/20/12	Frank Sillman	Managing Partner	Review of ResCap BK papers, BofA settlement expert report & Lehman expert report and related paperwork for MoFo meeting.	\$0.00	\$0.00	5.10	\$395	\$2,014.50	\$2,014.50
05/21/12	Frank Sillman	Managing Partner	Review of ResCap BK papers, BofA settlement expert report & Lehman expert report and related paperwork for MoFo meeting.	\$0.00	\$0.00	4.00	\$395	\$1,580.00	\$1,580.00
05/21/12	Frank Sillman	Managing Partner	MoFo meeting in New York.	\$0.00	\$0.00	1.80	\$395	\$711.00	\$711.00
05/22/12	Frank Sillman	Managing Partner	Travel time back to Los Angeles from MoFo Expert report meeting.	\$0.00	\$0.00	6.00	\$198	\$1,185.00	\$1,185.00
05/22/12	Frank Sillman	Managing Partner	Outlining the ResCap 9019 expert declaration.	\$0.00	\$0.00	5.20	\$395	\$2,054.00	\$2,054.00
05/23/12	Frank Sillman	Managing Partner	Outlining the ResCap 9019 expert declaration.	\$0.00	\$0.00	6.40	\$395	\$2,528.00	\$2,528.00
05/24/12	Frank Sillman	Managing Partner	Researching for ResCap 9019 expert declaration.	\$0.00	\$0.00	7.20	\$395	\$2,844.00	\$2,844.00
05/25/12	Frank Sillman	Managing Partner	Researching for ResCap 9019 expert declaration.	\$0.00	\$0.00	6.70	\$395	\$2,646.50	\$2,646.50
05/25/12	Frank Sillman	Managing Partner	Reviewing ResCap and Intex Remittance & Loss data.	\$0.00	\$0.00	3.50	\$395	\$1,382.50	\$1,382.50
05/25/12	Frank Sillman	Managing Partner	Conference call with MoFo.	\$0.00	\$0.00	1.70	\$395	\$671.50	\$671.50
05/26/12	Frank Sillman	Managing Partner	Researching for ResCap 9019 expert declaration.	\$0.00	\$0.00	6.10	\$395	\$2,409.50	\$2,409.50
05/26/12	Frank Sillman	Managing Partner	Reviewing ResCap and Intex Remittance & Loss data.	\$0.00	\$0.00	4.20	\$395	\$1,659.00	\$1,659.00
05/27/12	Frank Sillman	Managing Partner	Researching for ResCap 9019 expert declaration.	\$0.00	\$0.00	5.40	\$395	\$2,133.00	\$2,133.00
05/27/12	Frank Sillman	Managing Partner	Reviewing ResCap and Intex Remittance & Loss data.	\$0.00	\$0.00	4.30	\$395	\$1,698.50	\$1,698.50
05/28/12	Frank Sillman	Managing Partner	Researching for ResCap 9019 expert declaration.	\$0.00	\$0.00	5.20	\$395	\$2,054.00	\$2,054.00
05/28/12	Frank Sillman	Managing Partner	Reviewing ResCap and Intex Remittance & Loss data.	\$0.00	\$0.00	2.60	\$395	\$1,027.00	\$1,027.00



Retained Professional: Fortace LLC  
Mailing Address: 1601 N. Sepulveda blvd, Suite 146  
Manhattan Beach, CA 90266  
Phone: 310-545-4548  
Email: ap@fortace.com

INVOICE DETAIL

DATE: 05/31/12  
INVOICE #: 1  
PERIOD: 05/01/12-05/31/12

DATE	FORTACE PERSONNEL NAME	TITLE	DESCRIPTION	TRAVEL EXPENSES	MATERIALS EXPENSES	BILLABLE HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
05/28/12	Frank Sillman	Managing Partner	Drafting ResCap 9019 expert declaration methodology and process.	\$0.00	\$0.00	5.30	\$395	\$2,093.50	\$2,093.50
05/29/12	Frank Sillman	Managing Partner	Reviewing updated ResCap and Intex data byTrust and Shelf.	\$0.00	\$0.00	1.50	\$395	\$592.50	\$592.50
05/29/12	Frank Sillman	Managing Partner	Drafting ResCap 9019 expert declaration methodology and process.	\$0.00	\$0.00	1.60	\$395	\$632.00	\$632.00
05/29/12	Frank Sillman	Managing Partner	Researching for ResCap 9019 expert declaration.	\$0.00	\$0.00	1.50	\$395	\$592.50	\$592.50
05/30/12	Frank Sillman	Managing Partner	Drafting ResCap 9019 expert declaration methodology and process.	\$0.00	\$0.00	6.20	\$395	\$2,449.00	\$2,449.00
05/31/12	Frank Sillman	Managing Partner	Conference call with MoFo.	\$0.00	\$0.00	1.20	\$395	\$474.00	\$474.00
05/31/12	Frank Sillman	Managing Partner	Drafting ResCap 9019 expert declaration methodology and process.	\$0.00	\$0.00	5.40	\$395	\$2,133.00	\$2,133.00
			<i>Sub-Total</i>	<i>\$0.00</i>	<i>\$0.00</i>	<i>104.10</i>	<i>\$372.23</i>	<i>\$38,749.50</i>	<i>\$38,749.50</i>
05/20/12	Michelle Minier	Managing Partner	Travel time to New York for MoFo Expert report meeting.	\$0.00	\$0.00	6.00	\$198	\$1,185.00	\$1,185.00
05/20/12	Michelle Minier	Managing Partner	Review of ResCap BK papers, BofA settlement expert report & Lehman expert report and related paperwork for MoFo meeting.	\$0.00	\$0.00	5.00	\$395	\$1,975.00	\$1,975.00
05/21/12	Michelle Minier	Managing Partner	MoFo meeting in New York.	\$0.00	\$0.00	1.80	\$395	\$711.00	\$711.00
05/21/12	Michelle Minier	Managing Partner	Review of ResCap BK papers, BofA settlement expert report & Lehman expert report and related paperwork for MoFo meeting.	\$0.00	\$0.00	3.50	\$395	\$1,382.50	\$1,382.50
05/22/12	Michelle Minier	Managing Partner	Travel time back to Los Angeles from MoFo Expert report meeting.	\$0.00	\$0.00	6.00	\$198	\$1,185.00	\$1,185.00
05/22/12	Michelle Minier	Managing Partner	Gather, review, analyze and refineTrust and remittance data.	\$0.00	\$0.00	7.20	\$395	\$2,844.00	\$2,844.00
05/23/12	Michelle Minier	Managing Partner	Gather, review, analyze and refineTrust and remittance data.	\$0.00	\$0.00	8.10	\$395	\$3,199.50	\$3,199.50
05/24/12	Michelle Minier	Managing Partner	Gather, review, analyze and refineTrust and remittance data.	\$0.00	\$0.00	9.50	\$395	\$3,752.50	\$3,752.50
05/25/12	Michelle Minier	Managing Partner	Conference call with MoFo.	\$0.00	\$0.00	1.70	\$395	\$671.50	\$671.50



INVOICE DETAIL

Retained Professional: Fortace LLC

Mailing Address: 1601 N. Sepulveda blvd, Suite 146  
Manhattan Beach, CA 90266

Phone: 310-545-4548

Email: ap@fortace.com

DATE: 05/31/12

INVOICE #: 1

PERIOD: 05/01/12-05/31/12

DATE	FORTACE PERSONNEL NAME	TITLE	DESCRIPTION	TRAVEL EXPENSES	MATERIALS EXPENSES	BILLABLE HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
05/25/12	Michelle Minier	Managing Partner	Gather, review, analyze and refineTrust and remittance data.	\$0.00	\$0.00	11.00	\$395	\$4,345.00	\$4,345.00
05/26/12	Michelle Minier	Managing Partner	Work on 9019 Expert declaration key definitions and sample calculations.	\$0.00	\$0.00	2.10	\$395	\$829.50	\$829.50
05/27/12	Michelle Minier	Managing Partner	Work on 9019 Expert declaration key definitions and sample calculations.	\$0.00	\$0.00	1.90	\$395	\$750.50	\$750.50
05/27/12	Michelle Minier	Managing Partner	Gather, review, analyze and refineTrust and remittance data.	\$0.00	\$0.00	3.30	\$395	\$1,303.50	\$1,303.50
05/29/12	Michelle Minier	Managing Partner	Validate and organize Trust data Develop assumptions and supporting schedules.	\$0.00	\$0.00	9.60	\$395	\$3,792.00	\$3,792.00
05/30/12	Michelle Minier	Managing Partner	Review draft 9019 language and provide comments.	\$0.00	\$0.00	0.40	\$395	\$158.00	\$158.00
05/30/12	Michelle Minier	Managing Partner	Validate and organize Trust data Develop assumptions and supporting schedules.	\$0.00	\$0.00	6.50	\$395	\$2,567.50	\$2,567.50
05/31/12	Michelle Minier	Managing Partner	Conference call with MoFo.	\$0.00	\$0.00	1.20	\$395	\$474.00	\$474.00
05/31/12	Michelle Minier	Managing Partner	Validate and organize Trust data Develop assumptions and supporting schedules.	\$0.00	\$0.00	8.50	\$395	\$3,357.50	\$3,357.50
			Sub-Total	\$0.00	\$0.00	93.30	\$369.60	\$34,483.50	\$34,483.50
			Total Personnel Expenses	\$0.00	\$0.00	197.40	\$370.99	\$73,233.00	\$73,233.00
Travel Expense:									
05/22/12	Frank Sillman	Managing Partner	Travel to New York.	\$1,665.96	\$0.00	-	-	\$0.00	\$1,665.96
05/22/12	Michelle Minier	Managing Partner	Travel to New York.	\$1,665.97	\$0.00	-	-	\$0.00	\$1,665.97
			Total Travel Expenses	\$3,331.93	\$0.00	-	-	\$0.00	\$3,331.93
Other Expenses:									
05/25/12	Frank Sillman		Inside Mortgage Finance - Analyzing GSE Buyback Demand Special Report.	\$0.00	\$342.00	-	-	\$0.00	\$342.00
			Total Other Expenses	\$0.00	\$342.00	-	-	\$0.00	\$342.00
			GRAND TOTAL	\$3,331.93	\$342.00	197.40	\$370.99	\$73,233.00	\$76,906.93





8/1/2012

**VIA FedEx**

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, NY 10104  
Attn: Larren M. Nashelsky, Gary S. Lee and  
Lorenzo Marinuzzi

Office of the United States Trustee  
for the Southern District of New York  
33 Whitehall Street, 21st Floor  
New York, NY 10004  
Attn: Tracy Hope Davis, Linda A. Riffkin,  
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, NY 10036  
Attn: Kenneth H. Eckstein and Douglas H.  
Mannal

Kirkland & Ellis  
601 Lexington Avenue  
New York, NY 10022  
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, New York 10036  
Attn: Kenneth S. Ziman and Jonathan H.  
Hofer

Re: ***In re Residential Capital, LLC, et al.***  
**Case No. 12-12020**

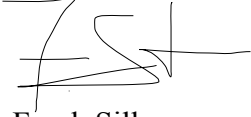
Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Fortace LLC's monthly fee statement for the period June 01, 2012 through June 30, 2012 (the "Statement"), which was served on the parties listed in paragraph (a) of the Order, on July 25, 2012.

In the absence of a timely objection, the Debtors shall pay \$190,786.83, consisting of the sum of (a) \$90,786.80, an amount equal to 80% of the fees (\$90,786.80= \$113,483.50 x 0.80) and (b) 100% of the expenses (\$100,000.00) being requested in the Statement.

Objections to the Statement are due by August 22, 2012.

Sincerely,

A handwritten signature in black ink, appearing to be 'FS' with a horizontal line extending to the right.

Frank Sillman

Encls.



Monthly Statement  
Case No. 12-12020  
Residential Capital LLC

Retained Professional:  
Mailing Address:  
  
Phone:  
Email:

Fortace LLC  
1601 N. Sepulveda Blvd, Suite 146  
Manhattan Beach, CA 90266  
310-545-4548  
[ap@fortace.com](mailto:ap@fortace.com)

DATE: 06/30/12  
INVOICE #: 2  
PERIOD: 06/01/12 - 06/30/12  
  
BILL TO: Noticed Parties  
FOR: Work Performed

Expense Type	Title	Billing Rates	Aggregate Hours	Total Hourly Fees	TOTAL
Personnel:					
Frank Sillman	Managing Partner	\$ 395	148.10	\$ 58,499.50	\$ 58,499.50
Michelle Minier	Managing Partner	\$ 395	139.20	\$ 54,984.00	\$ 54,984.00
Total Personnel Expense				Sub-Total	\$ 113,483.50
Travel:		Transportation	Hotel	Meals & Other	
Frank Sillman	Managing Partner	\$ -	\$ -	\$ -	\$ -
Michelle Minier	Managing Partner	\$ -	\$ -	\$ -	\$ -
Total Travel Expense				Sub-Total	\$ -
Other Expenses				Other	
WestPAT LLC Direct Billing for Estimated Loss Modeling				\$ 100,000.00	\$ 100,000.00
Total Other Expense				Sub-Total	\$ 100,000.00
				Grand Total	\$ 213,483.50



INVOICE DETAIL

Retained Professional: Fortace LLC  
Mailing Address: 1601 N. Sepulveda Blvd, Suite 146  
Manhattan Beach, CA 90266  
Phone: 310-545-4548  
Email: ap@fortace.com

DATE: 06/30/12  
INVOICE #: 2  
PERIOD: 06/01/12 - 06/30/12

DATE	FORTACE PERSONNEL NAME	TITLE	DESCRIPTION	TRAVEL EXPENSES	MATERIALS EXPENSES	BILLABLE HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
Personnel Expense:									
06/01/12	Frank Sillman	Managing Partner	Drafting 9019 Expert Declaration	\$0.00	\$0.00	9.30	\$395	\$3,673.50	\$3,673.50
06/02/12	Frank Sillman	Managing Partner	Drafting 9019 Expert Declaration	\$0.00	\$0.00	7.20	\$395	\$2,844.00	\$2,844.00
06/03/12	Frank Sillman	Managing Partner	Drafting 9019 Expert Declaration	\$0.00	\$0.00	8.10	\$395	\$3,199.50	\$3,199.50
06/04/12	Frank Sillman	Managing Partner	Drafting 9019 Expert Declaration	\$0.00	\$0.00	11.90	\$395	\$4,700.50	\$4,700.50
06/05/12	Frank Sillman	Managing Partner	Drafting 9019 Expert Declaration	\$0.00	\$0.00	12.00	\$395	\$4,740.00	\$4,740.00
06/06/12	Frank Sillman	Managing Partner	Drafting 9019 Expert Declaration	\$0.00	\$0.00	11.10	\$395	\$4,384.50	\$4,384.50
06/07/12	Frank Sillman	Managing Partner	Drafting 9019 Expert Declaration	\$0.00	\$0.00	9.70	\$395	\$3,831.50	\$3,831.50
06/08/12	Frank Sillman	Managing Partner	Drafting 9019 Expert Declaration	\$0.00	\$0.00	6.20	\$395	\$2,449.00	\$2,449.00
06/09/12	Frank Sillman	Managing Partner	Drafting 9019 Expert Declaration	\$0.00	\$0.00	2.10	\$395	\$829.50	\$829.50
06/11/12	Frank Sillman	Managing Partner	Drafting 9019 Expert Declaration	\$0.00	\$0.00	3.10	\$395	\$1,224.50	\$1,224.50
06/12/12	Frank Sillman	Managing Partner	Organizing 9019 declaration supporting materials	\$0.00	\$0.00	2.10	\$395	\$829.50	\$829.50
06/14/12	Frank Sillman	Managing Partner	Conference call with Jamie Levitt and Dan Clark	\$0.00	\$0.00	1.00	\$395	\$395.00	\$395.00
06/14/12	Frank Sillman	Managing Partner	Preparing Supplemental declaration and Loan level estimated loss model project	\$0.00	\$0.00	3.70	\$395	\$1,461.50	\$1,461.50
06/15/12	Frank Sillman	Managing Partner	Preparing Supplemental declaration and Loan level estimated loss model project	\$0.00	\$0.00	5.10	\$395	\$2,014.50	\$2,014.50
06/18/12	Frank Sillman	Managing Partner	Developing Trust and loan level Expected Loss Model assumptions	\$0.00	\$0.00	4.40	\$395	\$1,738.00	\$1,738.00
06/18/12	Frank Sillman	Managing Partner	Review of supplemental Expert declaration related documents for upload to MoFo.	\$0.00	\$0.00	1.70	\$395	\$671.50	\$671.50
06/19/12	Frank Sillman	Managing Partner	Uploading of Supporting Expert documents	\$0.00	\$0.00	0.80	\$395	\$316.00	\$316.00
06/19/12	Frank Sillman	Managing Partner	Review of Countrywide RMBS data	\$0.00	\$0.00	1.90	\$395	\$750.50	\$750.50



INVOICE DETAIL

Retained Professional: Fortace LLC  
Mailing Address: 1601 N. Sepulveda Blvd, Suite 146  
Manhattan Beach, CA 90266  
Phone: 310-545-4548  
Email: ap@fortace.com

DATE: 06/30/12  
INVOICE #: 2  
PERIOD: 06/01/12 - 06/30/12

DATE	FORTACE PERSONNEL NAME	TITLE	DESCRIPTION	TRAVEL EXPENSES	MATERIALS EXPENSES	BILLABLE HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
06/19/12	Frank Sillman	Managing Partner	Developing Trust and loan level Expected Loss Model project process and requirements	\$0.00	\$0.00	4.80	\$395	\$1,896.00	\$1,896.00
06/20/12	Frank Sillman	Managing Partner	Drafting Supplemental Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	5.10	\$395	\$2,014.50	\$2,014.50
06/21/12	Frank Sillman	Managing Partner	Drafting Supplemental Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	4.90	\$395	\$1,935.50	\$1,935.50
06/21/12	Frank Sillman	Managing Partner	Drafting Supplemental Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	2.30	\$395	\$908.50	\$908.50
06/22/12	Frank Sillman	Managing Partner	Conference call with Dan Brown to discuss the upload of the reports for our 9019 Expert Declaration	\$0.00	\$0.00	0.30	\$395	\$118.50	\$118.50
06/22/12	Frank Sillman	Managing Partner	Drafting Supplemental Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	4.20	\$395	\$1,659.00	\$1,659.00
06/25/12	Frank Sillman	Managing Partner	Conference call with Jamie & Dan to discuss next steps	\$0.00	\$0.00	0.30	\$395	\$118.50	\$118.50
06/25/12	Frank Sillman	Managing Partner	Drafting Supplemental Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	2.60	\$395	\$1,027.00	\$1,027.00
06/25/12	Frank Sillman	Managing Partner	Reviewing Trust level Expected Loss model results and forecast assumptions	\$0.00	\$0.00	3.90	\$395	\$1,540.50	\$1,540.50
06/26/12	Frank Sillman	Managing Partner	Drafting Supplemental Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	4.80	\$395	\$1,896.00	\$1,896.00
06/27/12	Frank Sillman	Managing Partner	Drafting Supplemental Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	4.10	\$395	\$1,619.50	\$1,619.50
06/27/12	Frank Sillman	Managing Partner	Reviewing Trust level Expected Loss model results and assumptions	\$0.00	\$0.00	2.80	\$395	\$1,106.00	\$1,106.00
06/28/12	Frank Sillman	Managing Partner	Drafting Supplemental Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	3.70	\$395	\$1,461.50	\$1,461.50
06/30/12	Frank Sillman	Managing Partner	Reviewing Trust level Expected Loss model results and assumptions	\$0.00	\$0.00	2.90	\$395	\$1,145.50	\$1,145.50
			<b>Sub-Total</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>148.10</b>	<b>\$395.00</b>	<b>\$58,499.50</b>	<b>\$58,499.50</b>
06/01/12	Michelle Minier	Managing Partner	Reviewing and validating Debtor data and Modeling Loss and Audit assumptions	\$0.00	\$0.00	10.10	\$395	\$3,989.50	\$3,989.50
06/02/12	Michelle Minier	Managing Partner	Reviewing and validating Debtor & Intex data and Modeling Loss and Audit assumptions	\$0.00	\$0.00	7.60	\$395	\$3,002.00	\$3,002.00
06/03/12	Michelle Minier	Managing Partner	Reviewing and validating Debtor & Intex data and Modeling Loss and Audit assumptions	\$0.00	\$0.00	9.30	\$395	\$3,673.50	\$3,673.50



INVOICE DETAIL

Retained Professional: Fortace LLC  
Mailing Address: 1601 N. Sepulveda Blvd, Suite 146  
Manhattan Beach, CA 90266  
Phone: 310-545-4548  
Email: ap@fortace.com

DATE: 06/30/12  
INVOICE #: 2  
PERIOD: 06/01/12 - 06/30/12

DATE	FORTACE PERSONNEL NAME	TITLE	DESCRIPTION	TRAVEL EXPENSES	MATERIALS EXPENSES	BILLABLE HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
06/04/12	Michelle Minier	Managing Partner	Reviewing and validating Debtor & Intex data and Modeling Loss and Audit assumptions	\$0.00	\$0.00	11.80	\$395	\$4,661.00	\$4,661.00
06/05/12	Michelle Minier	Managing Partner	Reviewing and validating Debtor & Intex data and Modeling Loss and Audit assumptions	\$0.00	\$0.00	12.00	\$395	\$4,740.00	\$4,740.00
06/06/12	Michelle Minier	Managing Partner	Reviewing and validating Debtor & Intex data and Modeling Loss and Audit assumptions	\$0.00	\$0.00	11.60	\$395	\$4,582.00	\$4,582.00
06/07/12	Michelle Minier	Managing Partner	Reviewing and validating Debtor & Intex data and Modeling Loss and Audit assumptions	\$0.00	\$0.00	8.60	\$395	\$3,397.00	\$3,397.00
06/08/12	Michelle Minier	Managing Partner	Reviewing and validating Debtor & Intex data and Modeling Loss and Audit assumptions	\$0.00	\$0.00	6.50	\$395	\$2,567.50	\$2,567.50
06/09/12	Michelle Minier	Managing Partner	Reviewing and validating Debtor & Intex data and Modeling Loss and Audit assumptions	\$0.00	\$0.00	1.10	\$395	\$434.50	\$434.50
06/11/12	Michelle Minier	Managing Partner	Reviewing and validating Debtor & Intex data and Modeling Loss and Audit assumptions	\$0.00	\$0.00	3.50	\$395	\$1,382.50	\$1,382.50
06/12/12	Michelle Minier	Managing Partner	Organizing Expert declaration materials	\$0.00	\$0.00	2.40	\$395	\$948.00	\$948.00
06/14/12	Michelle Minier	Managing Partner	Conference call with Jamie Levitt and Dan Clark	\$0.00	\$0.00	1.00	\$395	\$395.00	\$395.00
06/14/12	Michelle Minier	Managing Partner	Preparing Supplemental declaration and Loan level estimated loss model project	\$0.00	\$0.00	3.00	\$395	\$1,185.00	\$1,185.00
06/15/12	Michelle Minier	Managing Partner	Preparing Supplemental declaration and Loan level estimated loss model project	\$0.00	\$0.00	5.00	\$395	\$1,975.00	\$1,975.00
06/18/12	Michelle Minier	Managing Partner	Review and reconcile "Investor Trustee Database" schedule to Trusts in response to the Trustee's questions.	\$0.00	\$0.00	2.30	\$395	\$908.50	\$908.50
06/18/12	Michelle Minier	Managing Partner	Preparing supplemental Expert declaration related documents for upload to MoFo.	\$0.00	\$0.00	3.60	\$395	\$1,422.00	\$1,422.00
06/19/12	Michelle Minier	Managing Partner	Review and reconcile "Investor Trustee Database" schedule to Trusts in response to the Trustee's questions.	\$0.00	\$0.00	3.70	\$395	\$1,461.50	\$1,461.50
06/20/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	6.20	\$395	\$2,449.00	\$2,449.00
06/21/12	Michelle Minier	Managing Partner	Preparing Supplemental declaration and Loan level estimated loss model project	\$0.00	\$0.00	3.30	\$395	\$1,303.50	\$1,303.50



INVOICE DETAIL

Retained Professional: Fortace LLC  
Mailing Address: 1601 N. Sepulveda Blvd, Suite 146  
Manhattan Beach, CA 90266  
Phone: 310-545-4548  
Email: ap@fortace.com

DATE: 06/30/12  
INVOICE #: 2  
PERIOD: 06/01/12 - 06/30/12

DATE	FORTACE PERSONNEL NAME	TITLE	DESCRIPTION	TRAVEL EXPENSES	MATERIALS EXPENSES	BILLABLE HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
06/22/12	Michelle Minier	Managing Partner	Conference call with Dan Brown to discuss the upload of the supplemental reports for our Expert Declaration	\$0.00	\$0.00	0.30	\$395	\$118.50	\$118.50
06/22/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	5.10	\$395	\$2,014.50	\$2,014.50
06/25/12	Michelle Minier	Managing Partner	Conference call with Jamie & Dan to discuss next steps	\$0.00	\$0.00	0.30	\$395	\$118.50	\$118.50
06/25/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	3.40	\$395	\$1,343.00	\$1,343.00
06/26/12	Michelle Minier	Managing Partner	Preparing Supplemental declaration and Loan level estimated loss model project	\$0.00	\$0.00	3.50	\$395	\$1,382.50	\$1,382.50
06/27/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	4.00	\$395	\$1,580.00	\$1,580.00
06/28/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	4.50	\$395	\$1,777.50	\$1,777.50
06/29/12	Michelle Minier	Managing Partner	Preparing Supplemental declaration and Loan level estimated loss model project	\$0.00	\$0.00	3.40	\$395	\$1,343.00	\$1,343.00
06/30/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	2.10	\$395	\$829.50	\$829.50
			Sub-Total	\$0.00	\$0.00	139.20	\$395.00	\$54,984.00	\$54,984.00
			Total Personnel Expenses	\$0.00	\$0.00	287.30	\$395.00	\$113,483.50	\$113,483.50
Travel Expense:									
	Frank Sillman	Managing Partner		\$0.00	\$0.00	-	-	\$0.00	\$0.00
	Michelle Minier	Managing Partner		\$0.00	\$0.00	-	-	\$0.00	\$0.00
			Total Travel Expenses	\$0.00	\$0.00	-	-	\$0.00	\$0.00
Other Expenses:									
06/30/12			Direct billing from WestPAT LLC who performed the Estimated Loan Loss modeling for all of the Debtors Trusts. This expense was pre-approved by Jamie Levitt.	\$0.00	\$100,000.00	-	-	\$0.00	\$100,000.00
			Total Other Expenses	\$0.00	\$100,000.00	-	-	\$0.00	\$100,000.00
			GRAND TOTAL	\$0.00	\$100,000.00	287.30	\$395.00	\$113,483.50	\$213,483.50

**WestPAT**

5700 Canoga Avenue, Suite 120  
Woodland Hills, CA 91367  
(818) 591-9200

**INVOICE**

**INVOICE #:** JG1001  
**INVOICE DATE:** JULY 5, 2012  
**INVOICE COVERS:** 6/1/12 TO 6/30/12

**BILL TO:**

Fortace LLC  
1601 N. Sepulveda Blvd  
Suite 146  
Manhattan Beach, CA 90266

DESCRIPTION	Amount
Loss projection, analysis and consultation for RESCAP Trusts	
- Loss projections using LAPS model system	\$40,000
- Analysis, consultation and documentation	\$60,000
Balance Due for the Invoice Month	<b>\$100,000</b>
Unpaid Balance from the Previous Month	<b>\$0</b>
Total Balance Due:	<b>\$100,000</b>





8/1/2012

**VIA FedEx**

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, NY 10104  
Attn: Larren M. Nashelsky, Gary S. Lee and  
Lorenzo Marinuzzi

Office of the United States Trustee  
for the Southern District of New York  
33 Whitehall Street, 21st Floor  
New York, NY 10004  
Attn: Tracy Hope Davis, Linda A. Riffkin,  
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, NY 10036  
Attn: Kenneth H. Eckstein and Douglas H.  
Mannal

Kirkland & Ellis  
601 Lexington Avenue  
New York, NY 10022  
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, New York 10036  
Attn: Kenneth S. Ziman and Jonathan H.  
Hofer

Re: ***In re Residential Capital, LLC, et al.***  
**Case No. 12-12020**

Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Fortace LLC's monthly fee statement for the period July 01, 2012 through July 31, 2012 (the "Statement"), which was served on the parties listed in paragraph (a) of the Order, on July 25, 2012.

In the absence of a timely objection, the Debtors shall pay \$57,480.40, consisting of the sum of (a) \$57,480.40, an amount equal to 80% of the fees (\$57,480.40 = \$71,850.50 x 0.80) and (b) 100% of the expenses (\$0.00) being requested in the Statement.

Objections to the Statement are due by August 22, 2012.

Sincerely,

A handwritten signature in black ink, appearing to be 'FS' with a horizontal line extending to the right.

Frank Sillman

Encls.



**Monthly Statement**  
**Case No. 12-12020**  
**Residential Capital LLC**

**Retained Professional:**  
**Mailing Address:**

**Fortace LLC**  
**1601 N. Sepulveda blvd, Suite 146**  
**Manhattan Beach, CA 90266**  
**310-545-4548**  
**[ap@fortace.com](mailto:ap@fortace.com)**

**Phone:**  
**Email:**

**DATE:** 07/31/12  
**INVOICE #:** 3  
**PERIOD:** 07/01/12 - 07/31/12  
  
**BILL TO:** Noticed Parties  
**FOR:** Work Performed

Expense Type	Title	Billing Rates	Aggregate Hours	Total Hourly Fees	TOTAL
<b><u>Personnel:</u></b>					
Frank Sillman	Managing Partner	\$ 395	91.40	\$ 36,103.00	\$ 36,103.00
Michelle Minier	Managing Partner	\$ 395	90.50	\$ 35,747.50	\$ 35,747.50
<b>Total Personnel Expense</b>				<b>Sub-Total</b>	<b>\$ 71,850.50</b>
<b><u>Travel:</u></b>		<b>Transportation</b>	<b>Hotel</b>	<b>Meals &amp; Other</b>	
Frank Sillman	Managing Partner	\$ -	\$ -	\$ -	\$ -
Michelle Minier	Managing Partner	\$ -	\$ -	\$ -	\$ -
<b>Total Travel Expense</b>				<b>Sub-Total</b>	<b>\$ -</b>
<b><u>Other Expenses</u></b>				<b>Other</b>	
				\$ -	\$ -
<b>Total Other Expense</b>				<b>Sub-Total</b>	<b>\$ -</b>
				<b>Grand Total</b>	<b>\$ 71,850.50</b>



INVOICE DETAIL

Retained Professional: Fortace LLC  
Mailing Address: 1601 N. Sepulveda blvd, Suite 146  
Manhattan Beach, CA 90266  
Phone: 310-545-4548  
Email: ap@fortace.com

DATE: 07/31/12  
INVOICE #: 3  
PERIOD: 07/01/12 - 07/31/12

DATE	FORTACE PERSONNEL NAME	TITLE	DESCRIPTION	TRAVEL EXPENSES	MATERIALS EXPENSES	BILLABLE HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
Personnel Expense:									
07/02/12	Frank Sillman	Managing Partner	Drafting Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	3.10	\$395	\$1,224.50	\$1,224.50
07/03/12	Frank Sillman	Managing Partner	Reviewing Trust level Expected Loss model results and assumptions	\$0.00	\$0.00	4.20	\$395	\$1,659.00	\$1,659.00
07/05/12	Frank Sillman	Managing Partner	Reviewing Trust level Expected Loss model results and assumptions	\$0.00	\$0.00	3.40	\$395	\$1,343.00	\$1,343.00
07/06/12	Frank Sillman	Managing Partner	Reviewing Trust level Expected Loss model results and assumptions	\$0.00	\$0.00	4.50	\$395	\$1,777.50	\$1,777.50
07/09/12	Frank Sillman	Managing Partner	Drafting Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	6.50	\$395	\$2,567.50	\$2,567.50
07/10/12	Frank Sillman	Managing Partner	Reviewing Trust level Expected Loss model results and assumptions	\$0.00	\$0.00	5.30	\$395	\$2,093.50	\$2,093.50
07/11/12	Frank Sillman	Managing Partner	Drafting Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	4.00	\$395	\$1,580.00	\$1,580.00
07/12/12	Frank Sillman	Managing Partner	Reviewing Trust level Expected Loss model results and assumptions	\$0.00	\$0.00	4.90	\$395	\$1,935.50	\$1,935.50
07/13/12	Frank Sillman	Managing Partner	Drafting Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	3.40	\$395	\$1,343.00	\$1,343.00
07/16/12	Frank Sillman	Managing Partner	Reviewing Trust level Expected Loss model results and assumptions	\$0.00	\$0.00	5.00	\$395	\$1,975.00	\$1,975.00
07/17/12	Frank Sillman	Managing Partner	Drafting Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	4.30	\$395	\$1,698.50	\$1,698.50
07/18/12	Frank Sillman	Managing Partner	Drafting Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	3.60	\$395	\$1,422.00	\$1,422.00
07/19/12	Frank Sillman	Managing Partner	Reviewing Trust level Expected Loss model results and assumptions	\$0.00	\$0.00	5.10	\$395	\$2,014.50	\$2,014.50
07/20/12	Frank Sillman	Managing Partner	Drafting Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	4.50	\$395	\$1,777.50	\$1,777.50
07/23/12	Frank Sillman	Managing Partner	Drafting Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	4.40	\$395	\$1,738.00	\$1,738.00
07/24/12	Frank Sillman	Managing Partner	Reviewing Trust level Expected Loss model results and assumptions	\$0.00	\$0.00	3.30	\$395	\$1,303.50	\$1,303.50
07/25/12	Frank Sillman	Managing Partner	Reviewing Trust level Expected Loss model results and assumptions	\$0.00	\$0.00	4.50	\$395	\$1,777.50	\$1,777.50



INVOICE DETAIL

Retained Professional: Fortace LLC  
Mailing Address: 1601 N. Sepulveda blvd, Suite 146  
Manhattan Beach, CA 90266  
Phone: 310-545-4548  
Email: ap@fortace.com

DATE: 07/31/12  
INVOICE #: 3  
PERIOD: 07/01/12 - 07/31/12

DATE	FORTACE PERSONNEL NAME	TITLE	DESCRIPTION	TRAVEL EXPENSES	MATERIALS EXPENSES	BILLABLE HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
07/26/12	Frank Sillman	Managing Partner	Drafting Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	5.10	\$395	\$2,014.50	\$2,014.50
07/27/12	Frank Sillman	Managing Partner	Drafting Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	4.80	\$395	\$1,896.00	\$1,896.00
07/30/12	Frank Sillman	Managing Partner	Drafting Expert Declaration for the Trust and loan level Expected Loan Loss Model process	\$0.00	\$0.00	2.90	\$395	\$1,145.50	\$1,145.50
07/31/12	Frank Sillman	Managing Partner	Reviewing Trust level Expected Loss model results and assumptions	\$0.00	\$0.00	4.60	\$395	\$1,817.00	\$1,817.00
			<i>Sub-Total</i>	<i>\$0.00</i>	<i>\$0.00</i>	<i>91.40</i>	<i>\$395.00</i>	<i>\$36,103.00</i>	<i>\$36,103.00</i>
07/02/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	3.90	\$395	\$1,540.50	\$1,540.50
07/03/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	3.30	\$395	\$1,303.50	\$1,303.50
07/05/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	4.40	\$395	\$1,738.00	\$1,738.00
07/06/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	3.10	\$395	\$1,224.50	\$1,224.50
07/09/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	2.90	\$395	\$1,145.50	\$1,145.50
07/10/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	4.40	\$395	\$1,738.00	\$1,738.00
07/11/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	5.80	\$395	\$2,291.00	\$2,291.00
07/12/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	2.90	\$395	\$1,145.50	\$1,145.50
07/13/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	2.60	\$395	\$1,027.00	\$1,027.00
07/16/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	4.00	\$395	\$1,580.00	\$1,580.00
07/17/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	4.40	\$395	\$1,738.00	\$1,738.00
07/18/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	5.10	\$395	\$2,014.50	\$2,014.50



INVOICE DETAIL

Retained Professional: Fortace LLC  
Mailing Address: 1601 N. Sepulveda blvd, Suite 146  
Manhattan Beach, CA 90266  
Phone: 310-545-4548  
Email: ap@fortace.com

DATE: 07/31/12  
INVOICE #: 3  
PERIOD: 07/01/12 - 07/31/12

DATE	FORTACE PERSONNEL NAME	TITLE	DESCRIPTION	TRAVEL EXPENSES	MATERIALS EXPENSES	BILLABLE HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
07/19/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	3.00	\$395	\$1,185.00	\$1,185.00
07/20/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	4.50	\$395	\$1,777.50	\$1,777.50
07/23/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	4.70	\$395	\$1,856.50	\$1,856.50
07/24/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	3.40	\$395	\$1,343.00	\$1,343.00
07/25/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	3.90	\$395	\$1,540.50	\$1,540.50
07/26/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	2.80	\$395	\$1,106.00	\$1,106.00
07/27/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	4.20	\$395	\$1,659.00	\$1,659.00
07/27/12	Michelle Minier	Managing Partner	Reviewed \$1.16 billion in repurchases and PLS Demand data.	\$0.00	\$0.00	3.20	\$395	\$1,264.00	\$1,264.00
07/28/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	3.40	\$395	\$1,343.00	\$1,343.00
07/30/12	Michelle Minier	Managing Partner	Reviewed \$1.16 billion in repurchases and PLS Demand data.	\$0.00	\$0.00	1.80	\$395	\$711.00	\$711.00
07/30/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	4.00	\$395	\$1,580.00	\$1,580.00
07/31/12	Michelle Minier	Managing Partner	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts	\$0.00	\$0.00	4.80	\$395	\$1,896.00	\$1,896.00
			Sub-Total	\$0.00	\$0.00	90.50	\$395.00	\$35,747.50	\$35,747.50
			Total Personnel Expenses	\$0.00	\$0.00	181.90	\$395.00	\$71,850.50	\$71,850.50
Travel Expense:									
	Frank Sillman	Managing Partner		\$0.00	\$0.00	-	-	\$0.00	\$0.00
	Michelle Minier	Managing Partner		\$0.00	\$0.00	-	-	\$0.00	\$0.00



INVOICE DETAIL

Retained Professional:   Fortace LLC

Mailing Address:   1601 N. Sepulveda blvd, Suite 146  
Manhattan Beach, CA 90266

Phone:   310-545-4548

Email:   ap@fortace.com

DATE:   07/31/12

INVOICE #:   3

PERIOD:   07/01/12 - 07/31/12

DATE	FORTACE PERSONNEL NAME	TITLE	DESCRIPTION	TRAVEL EXPENSES	MATERIALS EXPENSES	BILLABLE HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
			Total Travel Expenses	\$0.00	\$0.00	-	-	\$0.00	\$0.00
Other Expenses:									
				\$0.00	\$0.00	-	-	\$0.00	\$0.00
			Total Other Expenses	\$0.00	\$0.00	-	-	\$0.00	\$0.00
GRAND TOTAL				\$0.00	\$0.00	181.90	\$395.00	\$71,850.50	\$71,850.50



9/27/2012

**VIA FedEx**

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, NY 10104  
Attn: Larren M. Nashelsky, Gary S. Lee and  
Lorenzo Marinuzzi

Office of the United States Trustee  
for the Southern District of New York  
33 Whitehall Street, 21st Floor  
New York, NY 10004  
Attn: Tracy Hope Davis, Linda A. Riffkin,  
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, NY 10036  
Attn: Kenneth H. Eckstein and Douglas H.  
Mannal

Kirkland & Ellis  
601 Lexington Avenue  
New York, NY 10022  
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, New York 10036  
Attn: Kenneth S. Ziman and Jonathan H.  
Hofer

Re: ***In re Residential Capital, LLC, et al.***  
**Case No. 12-12020**

Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Fortace LLC's monthly fee statement for the period August 01, 2012 through August 31, 2012 (the "Statement"), which was served on the parties listed in paragraph (a) of the Order, on September 28, 2012.

In the absence of a timely objection, the Debtors shall pay \$78,897.60, consisting of the sum of (a) \$63,497.60, an amount equal to 80% of the fees (\$63,497.60 = \$79,372.00 x 0.80) and (b) 100% of the expenses (\$15,400) being requested in the Statement.

Objections to the Statement are due by October 18, 2012.



Sincerely,

A handwritten signature in black ink, appearing to be 'FS' with a horizontal line extending to the right.

Frank Sillman

Encls.



**Monthly Statement  
Case No. 12-12020  
Residential Capital LLC**

**Retained Professional:**

**Mailing Address:**

**Phone:**

**Email:**

**Fortace LLC**

**1601 N. Sepulveda Blvd, Suite 146**

**Manhattan Beach, CA 90266**

**310-545-4548**

[ar@fortace.com](mailto:ar@fortace.com)

**DATE:**

**INVOICE #:**

**PERIOD:**

**BILL TO:**

**FOR:**

**08/31/12**

**4**

**08/01/12 - 08/31/12**

**Noticed Parties**

**Work Performed**

Expense Type	Title	Billing Rates	Aggregate Hours	Total Hourly Fees	TOTAL
<b>Personnel:</b>					
Frank Sillman	Managing Partner	\$ 395	101.70	\$ 40,171.50	\$ 40,171.50
Michelle Minier	Managing Partner	\$ 395	66.90	\$ 26,425.50	\$ 26,425.50
Jim Griffin	Project Manager	\$ 325	10.20	\$ 3,315.00	\$ 3,315.00
Charles Carr	Subject Matter Expert	\$ 200	47.30	\$ 9,460.00	\$ 9,460.00
<b>Total Personnel Expense</b>				<b>Sub-Total</b>	<b>\$ 79,372.00</b>
<b>Travel:</b>		<b>Transportation</b>	<b>Hotel</b>	<b>Meals &amp; Other</b>	
		\$ -	\$ -	\$ -	\$ -
		\$ -	\$ -	\$ -	\$ -
<b>Total Travel Expense</b>				<b>Sub-Total</b>	<b>\$ -</b>
<b>Other Expenses</b>				<b>Other</b>	
Direct billing from WestPat				\$ -	\$ 15,400.00
<b>Total Other Expense</b>				<b>Sub-Total</b>	<b>\$ 15,400.00</b>
				<b>Grand Total</b>	<b>\$ 94,772.00</b>



Retained Prof Fortace LLC  
Mailing Address: 1601 N. Sepulveda Blvd, Suite 146  
Manhattan Beach, CA 90266  
Phone: 310-545-4548  
Email: ar@fortace.com

INVOICE DETAIL

DATE: 08/31/12  
INVOICE # 4  
PERIOD: 08/01/12 - 08/31/12

DATE	FORTACE PERSONNEL NAME	TITLE	SUB-CLIENT	PROJECT	MATTER	DESCRIPTION	TRAVEL EXPENSES	MATERIA LS EXPENSES	BILLABL E HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
Personnel Expense:												
08/01/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Researching and Drafting Supplemental Expert Declaration including theTrust Level Expected Lifetime Loss Model process and other related topics	\$0.00	\$0.00	4.90	\$395	\$1,935.50	\$1,935.50
08/02/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Researching and Drafting Supplemental Expert Declaration including theTrust Level Expected Lifetime Loss Model process and other related topics	\$0.00	\$0.00	5.70	\$395	\$2,251.50	\$2,251.50
08/03/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Researching and Drafting Supplemental Expert Declaration including theTrust Level Expected Lifetime Loss Model process and other related topics	\$0.00	\$0.00	4.20	\$395	\$1,659.00	\$1,659.00
08/03/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Conference call with Dan Clark to discuss UCC requests	\$0.00	\$0.00	0.40	\$395	\$158.00	\$158.00
08/07/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts per UCC request for the model results	\$0.00	\$0.00	0.90	\$395	\$355.50	\$355.50
08/09/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Researching and Drafting Supplemental Expert Declaration including theTrust Level Expected Lifetime Loss Model process and other related topics	\$0.00	\$0.00	1.90	\$395	\$750.50	\$750.50
08/10/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts per UCC request for the model results	\$0.00	\$0.00	2.20	\$395	\$869.00	\$869.00
08/13/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Researching and Drafting Supplemental Expert Declaration including theTrust Level Expected Lifetime Loss Model process and other related topics	\$0.00	\$0.00	2.30	\$395	\$908.50	\$908.50
08/13/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Conference call with Anthony Princi & Dan Clark to discuss expert report and UCC requests	\$0.00	\$0.00	0.80	\$395	\$316.00	\$316.00
08/14/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Researching and Drafting Supplemental Expert Declaration including theTrust Level Expected Lifetime Loss Model process and other related topics	\$0.00	\$0.00	1.90	\$395	\$750.50	\$750.50
08/15/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts per UCC request for the model results	\$0.00	\$0.00	1.70	\$395	\$671.50	\$671.50
08/16/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Researching and Drafting Supplemental Expert Declaration including theTrust Level Expected Lifetime Loss Model process and other related topics	\$0.00	\$0.00	3.40	\$395	\$1,343.00	\$1,343.00
08/16/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts per UCC request for the model results	\$0.00	\$0.00	3.80	\$395	\$1,501.00	\$1,501.00



INVOICE DETAIL

Retained Prof Fortace LLC  
Mailing Address: 1601 N. Sepulveda Blvd, Suite 146  
Manhattan Beach, CA 90266  
Phone: 310-545-4548  
Email: ar@fortace.com

DATE: 08/31/12  
INVOICE # 4  
PERIOD: 08/01/12 - 08/31/12

DATE	FORTACE PERSONNEL NAME	TITLE	SUB-CLIENT	PROJECT	MATTER	DESCRIPTION	TRAVEL EXPENSES	MATERIALS EXPENSES	BILLABLE HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
08/17/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Conference call with Jamie Levitt, Jennifer Battle & Dan Clark to discuss UCC requests	\$0.00	\$0.00	0.80	\$395	\$316.00	\$316.00
08/17/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Drafting of RMBS Repurchase process discussion document for UCC meeting	\$0.00	\$0.00	4.90	\$395	\$1,935.50	\$1,935.50
08/18/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Drafting of RMBS Repurchase process discussion document for UCC meeting	\$0.00	\$0.00	3.10	\$395	\$1,224.50	\$1,224.50
08/19/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Drafting of RMBS Repurchase process discussion document for UCC meeting	\$0.00	\$0.00	2.90	\$395	\$1,145.50	\$1,145.50
08/20/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Researching and Drafting Supplemental Expert Declaration including the Trust Level Expected Lifetime Loss Model process and other related topics	\$0.00	\$0.00	5.90	\$395	\$2,330.50	\$2,330.50
08/21/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Researching and Drafting Supplemental Expert Declaration including the Trust Level Expected Lifetime Loss Model process and other related topics	\$0.00	\$0.00	4.10	\$395	\$1,619.50	\$1,619.50
08/21/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Preparation for Darryl Rains meeting.	\$0.00	\$0.00	3.40	\$395	\$1,343.00	\$1,343.00
08/22/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	In person meeting with Darryl Rains and Jamie Levitt on the phone, both from MoFo to review the Expert Report and discuss the related depositions and testimony.	\$0.00	\$0.00	5.00	\$395	\$1,975.00	\$1,975.00
08/23/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Review of the 1500 Audit Population selected by the UCC. Discussed internally how to prepare for the audit responses	\$0.00	\$0.00	3.60	\$395	\$1,422.00	\$1,422.00
08/24/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing Trust level Expected Loss model results and assumptions	\$0.00	\$0.00	4.10	\$395	\$1,619.50	\$1,619.50
08/24/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Review of the 1500 Audit Population selected by the UCC. Discussed internally how to prepare for the audit responses	\$0.00	\$0.00	3.20	\$395	\$1,264.00	\$1,264.00
08/27/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing Trust level Expected Loss model results and assumptions	\$0.00	\$0.00	5.10	\$395	\$2,014.50	\$2,014.50
08/28/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Researching and Drafting Supplemental Expert Declaration including the Trust Level Expected Lifetime Loss Model process and other related topics	\$0.00	\$0.00	5.20	\$395	\$2,054.00	\$2,054.00



INVOICE DETAIL

Retained Prof Fortace LLC  
Mailing Address: 1601 N. Sepulveda Blvd, Suite 146  
Manhattan Beach, CA 90266  
Phone: 310-545-4548  
Email: ar@fortace.com

DATE: 08/31/12  
INVOICE # 4  
PERIOD: 08/01/12 - 08/31/12

DATE	FORTACE PERSONNEL NAME	TITLE	SUB-CLIENT	PROJECT	MATTER	DESCRIPTION	TRAVEL EXPENSES	MATERIA LS EXPENSES	BILLABL E HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
08/29/12	Frank Sillman	Partner	ResCap BK	Client Related Conference Calls	Residential Capital LLC - Case No. 12-12020	Reviewing Trust level Expected Loss model results and assumptions	\$0.00	\$0.00	5.00	\$395	\$1,975.00	\$1,975.00
08/30/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Researching and Drafting Supplemental Expert Declaration including the Trust Level Expected Lifetime Loss Model process and other related topics	\$0.00	\$0.00	5.50	\$395	\$2,172.50	\$2,172.50
08/31/12	Frank Sillman	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing Trust level Expected Loss model results and assumptions	\$0.00	\$0.00	5.80	\$395	\$2,291.00	\$2,291.00
					<i>Sub-Total</i>	<i>Sub-Total</i>	<i>\$0.00</i>	<i>\$0.00</i>	<i>101.70</i>	<i>\$395.00</i>	<i>\$40,171.50</i>	<i>\$40,171.50</i>
08/01/12	Michelle Minier	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts per UCC request for the model results	\$0.00	\$0.00	1.80	\$395	\$711.00	\$711.00
08/02/12	Michelle Minier	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts per UCC request for the model results	\$0.00	\$0.00	2.20	\$395	\$869.00	\$869.00
08/03/12	Michelle Minier	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Conference call with Dan Clark to discuss UCC requests	\$0.00	\$0.00	0.40	\$395	\$158.00	\$158.00
08/03/12	Michelle Minier	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Prepare document inventory and documents in response to UCC follow-up items. Sent to Dan.	\$0.00	\$0.00	3.30	\$395	\$1,303.50	\$1,303.50
08/06/12	Michelle Minier	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts per UCC request for the model results	\$0.00	\$0.00	3.80	\$395	\$1,501.00	\$1,501.00
08/07/12	Michelle Minier	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts per UCC request for the model results. Sent comments, questions to model expert.	\$0.00	\$0.00	2.40	\$395	\$948.00	\$948.00
08/08/12	Michelle Minier	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Conference call with Dan Clark to discuss UCC document requests	\$0.00	\$0.00	0.30	\$395	\$118.50	\$118.50
08/09/12	Michelle Minier	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts per UCC request for the model results	\$0.00	\$0.00	3.70	\$395	\$1,461.50	\$1,461.50
08/10/12	Michelle Minier	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing and validating revised Trust and Loan Level results for each of the 392 Trusts per UCC request for the model results.	\$0.00	\$0.00	2.60	\$395	\$1,027.00	\$1,027.00



INVOICE DETAIL

Retained Prof Fortace LLC  
Mailing Address: 1601 N. Sepulveda Blvd, Suite 146  
Manhattan Beach, CA 90266  
Phone: 310-545-4548  
Email: ar@fortace.com

DATE: 08/31/12  
INVOICE # 4  
PERIOD: 08/01/12 - 08/31/12

DATE	FORTACE PERSONNEL NAME	TITLE	SUB-CLIENT	PROJECT	MATTER	DESCRIPTION	TRAVEL EXPENSES	MATERIA LS EXPENSES	BILLABL E HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
08/13/12	Michelle Minier	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Conference call with Anthony Princi & Dan Clark to discuss expert report and UCC requests	\$0.00	\$0.00	0.80	\$395	\$316.00	\$316.00
08/14/12	Michelle Minier	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing and validating revised Trust and Loan Level results for each of the 392 Trusts per UCC request for the model results. Sent comments, questions to model expert.	\$0.00	\$0.00	3.30	\$395	\$1,303.50	\$1,303.50
08/17/12	Michelle Minier	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Conference call with Jamie Levitt, Jennifer Battle & Dan Clark to discuss UCC requests.	\$0.00	\$0.00	0.80	\$395	\$316.00	\$316.00
08/20/12	Michelle Minier	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Review PLS Repurchase Demand memo and schedule for UCC.	\$0.00	\$0.00	0.90	\$395	\$355.50	\$355.50
08/20/12	Michelle Minier	Partner	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Review and analyze 1500 sample loan list and prepare for review of Governing Agreements related to the 328 Trusts that are included in the sample.	\$0.00	\$0.00	2.20	\$395	\$869.00	\$869.00
08/21/12	Michelle Minier	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Preparation for Darryl Rains meeting.	\$0.00	\$0.00	2.60	\$395	\$1,027.00	\$1,027.00
08/22/12	Michelle Minier	Partner	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	In person meeting with Darryl Rains and Jamie Levitt on the phone, both from MoFo to review the Expert Report and discuss the related depositions and testimony.	\$0.00	\$0.00	5.00	\$395	\$1,975.00	\$1,975.00
08/23/12	Michelle Minier	Partner	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Review of the 1500 Audit Population selected by the UCC. Discussed internally how to prepare for the audit responses	\$0.00	\$0.00	3.60	\$395	\$1,422.00	\$1,422.00
08/24/12	Michelle Minier	Partner	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Review of the 1500 Audit Population selected by the UCC. Discussed internally how to prepare for the audit responses	\$0.00	\$0.00	3.20	\$395	\$1,264.00	\$1,264.00
08/27/12	Michelle Minier	Partner	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Review audit preparation materials required to be developed / revised for 1500 loan audit review project.	\$0.00	\$0.00	3.50	\$395	\$1,382.50	\$1,382.50
08/27/12	Michelle Minier	Partner	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Review of the 1500 Audit Population selected by the UCC. Discussed internally how to prepare for the audit responses	\$0.00	\$0.00	2.40	\$395	\$948.00	\$948.00
08/28/12	Michelle Minier	Partner	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Representation and warranty review of Governing Agreements for 1500 loan audit review project.	\$0.00	\$0.00	4.40	\$395	\$1,738.00	\$1,738.00
08/28/12	Michelle Minier	Partner	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Review of the 1500 Audit Population selected by the UCC. Discussed internally how to prepare for the audit responses	\$0.00	\$0.00	3.30	\$395	\$1,303.50	\$1,303.50



INVOICE DETAIL

Retained Prof Fortace LLC  
Mailing Address: 1601 N. Sepulveda Blvd, Suite 146  
Manhattan Beach, CA 90266  
Phone: 310-545-4548  
Email: ar@fortace.com

DATE: 08/31/12  
INVOICE # 4  
PERIOD: 08/01/12 - 08/31/12

DATE	FORTACE PERSONNEL NAME	TITLE	SUB-CLIENT	PROJECT	MATTER	DESCRIPTION	TRAVEL EXPENSES	MATERIA LS EXPENSES	BILLABL E HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
08/29/12	Michelle Minier	Partner	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Review audit preparation materials required to be developed / revised for 1500 loan audit review project.	\$0.00	\$0.00	3.60	\$395	\$1,422.00	\$1,422.00
08/30/12	Michelle Minier	Partner	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Review of the 1500 Audit Population selected by the UCC. Discussed internally how to prepare for the audit responses	\$0.00	\$0.00	3.30	\$395	\$1,303.50	\$1,303.50
08/31/12	Michelle Minier	Partner	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Representation and warranty review of Governing Agreements for 1500 loan audit review project.	\$0.00	\$0.00	3.50	\$395	\$1,382.50	\$1,382.50
					<i>Sub-Total</i>	<i>Sub-Total</i>	<i>\$0.00</i>	<i>\$0.00</i>	<i>66.90</i>	<i>\$395.00</i>	<i>\$26,425.50</i>	<i>\$26,425.50</i>
08/04/12	Jim Griffin	Project Manager	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts per UCC request for the model results. Responded to model and methodology related inquiries from Frank Sillman.	\$0.00	\$0.00	4.30	\$325	\$1,397.50	\$1,397.50
08/10/12	Jim Griffin	Project Manager	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts per UCC request for the model results. Responded to model and methodology related inquiries from Frank Sillman.	\$0.00	\$0.00	1.30	\$325	\$422.50	\$422.50
08/25/12	Jim Griffin	Project Manager	ResCap BK	Expert Report Review	Residential Capital LLC - Case No. 12-12020	Reviewing and validating Trust and Loan Level results for each of the 392 Trusts per UCC request for the model results. Responded to model and methodology related inquiries from Frank Sillman.	\$0.00	\$0.00	4.60	\$325	\$1,495.00	\$1,495.00
					<i>Sub-Total</i>	<i>Sub-Total</i>	<i>\$0.00</i>	<i>\$0.00</i>	<i>10.20</i>	<i>\$325.00</i>	<i>\$3,315.00</i>	<i>\$3,315.00</i>
08/10/12	Charles Carr	Subject Matter Expert	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Update reporting and audit system based on new requirements for ResCap Re-scoring project.	\$0.00	\$0.00	6.00	\$200	\$1,200.00	\$1,200.00
08/11/12	Charles Carr	Subject Matter Expert	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Update reporting and audit system based on new requirements for ResCap Re-scoring project.	\$0.00	\$0.00	5.00	\$200	\$1,000.00	\$1,000.00
08/13/12	Charles Carr	Subject Matter Expert	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Update reporting and audit system based on new requirements for ResCap Re-scoring project.	\$0.00	\$0.00	7.30	\$200	\$1,460.00	\$1,460.00
08/14/12	Charles Carr	Subject Matter Expert	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Update reporting and audit system based on new requirements for ResCap Re-scoring project.	\$0.00	\$0.00	6.50	\$200	\$1,300.00	\$1,300.00
08/16/12	Charles Carr	Subject Matter Expert	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Update reporting and audit system based on new requirements for ResCap Re-scoring project.	\$0.00	\$0.00	7.00	\$200	\$1,400.00	\$1,400.00
08/17/12	Charles Carr	Subject Matter Expert	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Update reporting and audit system based on new requirements for ResCap Re-scoring project.	\$0.00	\$0.00	6.00	\$200	\$1,200.00	\$1,200.00



Retained Prof Fortace LLC  
Mailing Address: 1601 N. Sepulveda Blvd, Suite 146  
Manhattan Beach, CA 90266  
Phone: 310-545-4548  
Email: ar@fortace.com

INVOICE DETAIL

DATE: 08/31/12  
INVOICE # 4  
PERIOD: 08/01/12 - 08/31/12

DATE	FORTACE PERSONNEL NAME	TITLE	SUB-CLIENT	PROJECT	MATTER	DESCRIPTION	TRAVEL EXPENSES	MATERIA LS EXPENSES	BILLABL E HOURS	RATE	TOTAL BILLABLE HOUR FEES	TOTAL
08/21/12	Charles Carr	Subject Matter Expert	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Prepare data import templates and update audit system for ResCap re-scoring project.	\$0.00	\$0.00	6.50	\$200	\$1,300.00	\$1,300.00
08/22/12	Charles Carr	Subject Matter Expert	ResCap BK	Re-Scoring Project	Residential Capital LLC - Case No. 12-12020	Prepare data import templates and update audit system for ResCap re-scoring project.	\$0.00	\$0.00	3.00	\$200	\$600.00	\$600.00
					Sub-Total	Sub-Total	\$0.00	\$0.00	47.30	\$200.00	\$9,460.00	\$9,460.00
					Total Personnel Expense:	Total Personnel Expenses	\$0.00	\$0.00	226.10	\$351.05	\$79,372.00	\$79,372.00
Travel Expense:												
							\$0.00	\$0.00	-	-	\$0.00	\$0.00
							\$0.00	\$0.00	-	-	\$0.00	\$0.00
					Total Travel Expenses	Total Travel Expenses	\$0.00	\$0.00	-	-	\$0.00	\$0.00
Other Expenses:												
08/31/12			ResCap BK	Expert Report Review		August 2012 direct billing from WestPAT LLC who performed the Estimated Loan Loss modeling for all of the Debtors Trusts. This expenseis for further work and analysis for RESCAP RMBS Settlement Trust Estimated Lifetime Loss modeling.	\$0.00	\$15,400.00	-	-	\$0.00	\$15,400.00
					Total Other Expenses	Total Other Expenses	\$0.00	\$15,400.00	-	-	\$0.00	\$15,400.00
GRAND TOTAL						GRAND TOTAL	\$0.00	\$15,400.00	226.10	\$351.05	\$79,372.00	\$94,772.00



**Western Portfolio Analytics and Trading LLC**

5700 Canoga Avenue, Suite 120  
Woodland Hills, CA 91367  
(818) 591-9200

**INVOICE**

**INVOICE #:** JG1002  
**INVOICE DATE:** SEPTEMBER 26, 2012  
**INVOICE COVERS:** 8/1/12 TO 8/31/12

**BILL TO:**

Fortace LLC  
1601 N. Sepulveda Blvd  
Suite 146  
Manhattan Beach, CA 90266

DESCRIPTION			Amount
Historical data summary and analysis for RESCAP RMBS deals			15,400
77 hours at \$200 per hour			
Time Sheet:			
DATE	Work	HOURS	
August 10, 2012	Data Exploration and Discussion	3.00	
August 14, 2012	Results Analysis and Discussion	2.00	
August 20, 2012	Discussion, Coding and Testing	6.00	
August 21, 2012	Run query and generating reports	8.00	
August 22, 2012	Discussion, Rerun query and reports	11.00	
August 23, 2012	Discussion and coding	5.00	
August 26, 2012	Rerun query	7.00	
August 27, 2012	Discussion. Study Intex Data	11.00	
August 28, 2012	Coding and testing	8.00	
August 29, 2012	Rerun query and reports	9.00	
August 30, 2012	Analysis and Discussion	7.00	
Total		77.00	
Balance Due for This Invoice			\$15,400
Unpaid Balance from the Previous Invoice			\$0.00
Total Balance Due:			\$15,400